

Bylaws of The Mythopoeic Society

(History of Revisions at End of Bylaws)

I. TITLE AND PURPOSE

The name of this organization shall be the Mythopoeic Society.

The Mythopoeic Society shall be a literary and educational organization, devoted to the study, discussion, and enjoyment of myth, fantasy, and imaginative literature, and especially to the works of J. R. R. Tolkien, C. S. Lewis, and Charles Williams. The Society shall be based on the idea that these authors provide both an excellent introduction to and a fundamental understanding of this entire genre of literature.

II. PRINCIPAL OFFICE

The principal office of the Mythopoeic Society is fixed and located at 920 at N. Atlantic Blvd. #E, Alhambra, California 91801. The mailing address is fixed and located at Post Office Box 6707, Altadena, California 91003. The Council of Stewards is authorized to change the principal office and mailing address from one location to another in California. Any change shall be noted by the Recording Secretary opposite a copy of this article kept at the principal office but shall not be considered an amendment of these Bylaws.

III. MEMBERSHIP

Section 1. Qualifications of Members

Members shall be individuals who pay dues as prescribed in these Bylaws. They shall have the rights and privileges of membership, including: The right to vote on issues presented to the membership; eligibility to hold office and serve on committees of the Society; and such other privileges as shall be extended by the Council of Stewards.

Members of the Board of Advisors, and any others so designated by the Council of Stewards, shall be honorary members. Honorary members shall be members without payment of dues, save that honorary members shall not be eligible for membership on the Council of Stewards. Honorary Members shall be chosen at the discretion of the Council.

Persons resident at the same address shall be eligible for joint membership. Such membership shall confer all rights and privileges of membership on each joint member, save that each household shall be considered as a single unit for the purpose of subscription to Society publications and for the receipt of material other than ballots from the Society.

Section 2. Liabilities of Members

No person who is now, or later becomes, a member of this Society shall be personally liable to its creditors for any indebtedness or liability, and all creditors of this Society shall look only to the assets of this corporation for payment.

Section 3. Dues

Dues for the purpose of membership shall be set by the Council of Stewards.

Section 4. Voting

Each member shall have one vote on all issues presented to the membership of the Society for vote. There shall be no cumulation of votes or voting by proxy.

Proposed Society enactments, other than amendments to these Bylaws, supported by the signatures of not less than (5) per cent of the members of the Society (this percentage to be calculated as of the end of the previous calendar year), may be presented to the Council of Stewards by the members. Such proposals shall be considered by the Council at its first regular meeting after certification of the petition(s). Such a proposal may be enacted as received as a resolution of the Council. If the Council does not enact any such proposal as received, or such proposal is not withdrawn, it shall be placed before the members of the Society for vote within 120 days of the Council meeting at which it was considered. Any such proposal shall be deemed in force if it is approved by a majority of votes cast in a ballot election in which at least twelve (12) per cent of the members of the Society shall vote. Proposals enacted in this way may be amended or repealed only by subsequent vote of the members under the same requirement.

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The Council of Stewards shall establish all procedures for certification of petitions and for obtaining and tallying the votes. An effort shall be made to ensure that all members of the Society are informed of all matters presented to the membership for vote. The Recording Secretary shall establish a secure online platform for each vote, with an alternative method for collecting written mailed ballots for members who prefer to vote this way. All solicitations of ballots shall indicate the time by which the ballot must be received to be counted.

Section 5. Quorum

Except as noted in Article VIII, Sections 1 and 3 of these Bylaws, a quorum on all issues presented to the members of the Society for a ballot vote shall consist of the total number of votes cast. The quorum for member's meetings shall consist of the number of votes cast in the last ballot election. In no case shall the quorum be greater than a majority of the current members.

Section 6. Members' Meetings

Members meetings shall be held at an interval not to exceed three years, but may be called by the Council of Stewards at other times during this same interval. The location, date, and time of the meeting shall be set by the Council of Stewards. Notice shall be provided to the members through Society publications not less than 20 nor more than 90 days before the meeting.

Special meetings of the members for the purpose of removal of Stewards from office and the election of their replacements shall be called upon the application of at least five (5) per cent of the current members of the Society.

Section 7. Availability of Records

The official records of the Society shall be kept at the principal office of the Society and at the Mythopoeic Society Archives at the Southwest Oklahoma State University Library. These records shall include proceedings of the Council of Stewards, the records of all elections held by the Society and any other material specified by the law, the Articles of Incorporation, these Bylaws, or action of the Council of Stewards. Such records shall be kept open to the inspection of all members of the Society.

The Society will provide a corporate report at the regular members' meeting. A written annual report will be sent to all Stewards and members.

Section 8. Directory

Those members who have given their permission in writing may be listed in the Society's membership Directory, which is available only to members of the Society. Those members who have asked that their names be withheld from the directory will not be listed nor shall their names be given out for any purpose not approved by the Council of Stewards. The full membership list shall only be used for purposes approved by resolution of the Council of Stewards.

Section 9. Termination of Membership

All memberships shall terminate on death or resignation. In the case of joint lifetime memberships, upon the death of one member, the surviving partner's membership will remain active until their death or resignation. Any member or joint member shall have their membership automatically terminated when their dues are 90 days in arrears. Any member may have their membership temporarily or permanently terminated if deemed in violation of an established code of conduct by a vote of the Stewards.

IV. COUNCIL OF STEWARDS

Section 1. Number and Qualifications

The Council of Stewards shall number neither fewer than eleven nor more than fifteen persons. It shall be composed of the officers of the Society. A member may hold more than one office, save that no member shall cast more than one vote in the Council of Stewards. Persons serving in an advisory or support position to Stewards (deputies, managers, associate editors, etc.) shall not be considered officers and may not vote or serve as chair or vice chair.

Each Steward shall be a dues-paying member of the Society; if a person ceases to be a dues-paying member, he shall cease to be a Steward.

Section 2. Election and Tenure of Stewards

The members of the Society shall, by ballot election, choose Stewards to serve for a term of three years. All terms of office are subject to death, resignation, failure to maintain dues-paying membership, or action by the members.

The next election of the Council is to be held in the Fall of 2023, with the terms of office to begin on January 1, 2024. Elections and terms of office will occur at three year intervals starting from these dates.

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Nominations to the Council of Stewards may be made by a supporting petition of at least five (5) per cent of the current members or by action of the Council of Stewards. Nominations shall be closed 120 days before the date of election.

Vacancies on the Council shall be filled by a majority vote of the Council of Stewards at a meeting at which a quorum shall be present.

Between elections, the Council may create and fill such positions on the Council as it may deem necessary, provided that the limits to the number of Stewards specified in the Bylaws is observed, and that the number of Council members not elected by the membership of the Society does not exceed one-third of the total membership of the Council.

Section 3. Meetings and Action Without Meeting

Regular meetings of the Council of Stewards may be held at any place that has been designated by the Council or by the caller(s) of the meeting. Meetings outside of regular quarterly meetings may be called by the Chair or at the request of one-third of the Stewards upon 48 hours' notice.

A quorum at meetings of the Council of Stewards shall consist of a majority of the whole number of Stewards, excluding vacant positions.

Members of the Council of Stewards may participate in a meeting through use of a conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting following this provision constitutes presence in person at such meeting. Once the minutes are approved all votes are final

The Council of Stewards shall designate two of its members to serve as Chair and Vice Chair. The Chair shall preside at meetings of the Council of Stewards and shall serve as President of the Society for legal purposes. The Chairmanship shall be rotated every twelve months. The Vice Chair is expected, but not required, to serve as Chair the next year. The Recording Secretary and the Treasurer are ineligible to serve in this position, and no Chair shall be eligible to succeed him or herself.

The schedule of meetings will be communicated to the membership on a regular basis. Any member of the Society may propose a topic to be placed on the agenda of the next Council meeting after the notice of the meeting is received.

Any action of the Council of Stewards may be taken without a meeting if all Stewards consent in writing to this action Any extra-meeting votes shall be recorded and entered as addenda to the previous

meeting minutes, to be part of the official record when those minutes are approved at the next meeting.

Section 4. Powers of the Council of Stewards

Subject to the limitation of the Articles of Incorporation and of the California Corporate Code on non-profit corporations for the public benefit, specifying action to be authorized or approved by the members, and subject to the will of the members as expressed according to Article III, Section 4, and Article IX, Sections 2 and 3 of these Bylaws, all corporate power shall be exercised by, or under the authority of, and the business and affairs of the Society shall be controlled by, the Council of Stewards. Without prejudice to these general powers but subject to the same limitations, it is expressly declared that the Council of Stewards shall have the following powers:

- a. To conduct, manage and control the affairs and business of the Society, and to make such rules and regulations as are not inconsistent with the law, with the Articles of Incorporation, or with these Bylaws, as it deems best, including establishing and enforcing applicable codes of conduct.
- b. To borrow money and incur indebtedness for the Purposes of the Society and for purposes, to cause to be executed and delivered, in the Society's name, promissory notes or other evidences of debt, and securities for them.
- c. To manage in the manner it may deem best all funds and property, real and personal, received, acquired, or earned by the Society, and to distribute or dispense them.
- d. To publish information, not inconsistent with these Bylaws, to guide the operation and activities of the Society.
- e. To establish any publications, periodicals, or notices that it may find desirable and to provide for their proper operation.
- f. To give advice and consent to the editors of Society publications on subscriptions rates and methods of payment.
- g. To execute whatever other powers and duties shall be assigned to it in other places in these Bylaws, in the manner prescribed therein.

V. SOCIETY OFFICERS

Section 1. Titles

The officers of the Society shall be the Recording Secretary, the Treasurer, editors of the Society publications and press, other officers listed below, and any others that shall be selected according to

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Article IV, Section 2 of these Bylaws (specifically, the Chair and Vice-Chair). These officers shall have the rights, privileges and duties specified in these Bylaws, and any others that the Council of Stewards shall confer upon them.

a. **Recording Secretary**

The Recording Secretary shall keep a complete record of the proceedings of the Council of Stewards and of the full membership, shall serve such notices as may be necessary and proper, and shall supervise the keeping of the records of the Society.

b. **Treasurer**

The Treasurer shall receive and safely keep all funds of the Society and deposit them in the bank(s) designated by the Council of Stewards. These funds shall be paid out on debit card, credit card, EFT expenditures, or any other approved method, duly authorized by the signers of the bank account, and checks of the Society signed by such officers as may be authorized by the Council of Stewards to do so.

Section 2. Execution of Documents

The Council of Stewards may authorize any officer or agent to enter into any contract or to execute any instrument in the name of and on the behalf of the Society, and this authority may be general or confined to specific instances; and unless so authorized by the Council of Stewards, no officer, agent or other person shall have any power or authority to bind the Society by a contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

VI. BOARD OF ADVISORS

The Council of Stewards may appoint persons to a Board of Advisors. Members of the Board of Advisors shall be honorary members of the Society and may be consulted in matters where their advice would be valued.

VII. DISCUSSION & ACTIVITY GROUPS

The Mythopoeic Society may issue charters of recognition and association to groups that meet regularly to discuss books or pursue activities in agreement with the purpose of the Society. Each such charter shall have a life of two years from date of issue. The form of the charter and procedures for chartering and renewal shall be authorized by the Council of Stewards. This recognition is for purposes

of publicity and communication only. Recognized groups shall have appropriate publicity in publications of the Society and notice of Society activities, along with other rights to be specified in the charter. Such groups may use the name of the Mythopoeic Society in promoting their own activities, so long as such activities do not violate the Articles of Incorporation of the Society.

Membership in these groups will not of itself confer membership in the Mythopoeic Society. The Society will not recognize any financial responsibility for discussion or activity groups, nor shall it be accountable for the contents of any publications or statements issuing independently or jointly from such groups.

The Council of Stewards may grant special charters to confer Mythopoeic Society affiliation. Such charters may require the recipients to provide an annual report of their financial activities in return for use of any copyright privileges available through the Society. Use of copyright privileges under these circumstances does not necessarily confer membership on the Council of Stewards to the editor(s) of any publication produced.

VIII. AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

Section 1. Amendment of Society Purpose

Amendment of the Society Purpose as specified in Article I of the Articles of Incorporation and Article I of these Bylaws shall require the approval of three-fourths (¾) of the members voting in an amendment election, though any such changes may be proposed in the same manner as changes in any other section of the Articles of Incorporation and the Bylaws.

Amendments to this section shall also require a three-fourth majority of the members voting in an amendment election for approval, but may also be initiated in the same manner as changes to any other section of the Articles of Incorporation and the Bylaws.

To change the purposes of the Society and to amend this section only, the quorum for an election shall be fifty (50) per cent of the active membership.

Section 2. Initiation of Amendments & Election

Amendments to the Articles of Incorporation and the Bylaws of the Society may be initiated either by action of a member of the Council of Stewards or by filing with the Recording Secretary of the Society a petition bearing the signatures of not less than seven (7) per cent of the members of the Society, the

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percentage to be calculated as of the end of the previous calendar year.

Amendments proposed by petition shall be considered by the Council at its first regular meeting after certification of the petition. Such a proposed amendment may be enacted as received by the Council as an amendment to these Bylaws or to the Articles of Incorporation. If the Council does not enact any such proposed amendment as received, or the proposal is not withdrawn, it shall be placed before the members of the Society for vote within 120 days of the Council meeting at which it was considered. Any such amendment shall be deemed in force if it is approved by a majority of the votes cast. Amendments enacted in this way may be amended or repealed only by subsequent vote of the members under the same requirement.

Section 3. Amendment of Other Articles and Bylaws

Those portions of the Articles of Incorporation and the Bylaws of the Society specified in Section 1 of this article may only be amended as therein specified. In addition and pursuant to the General Corporation Code of California, that portion of Article IV, Section 1, of these Bylaws fixing the number of persons on the Council of Stewards may only be amended by vote of a majority of the members of the Society who vote in an amendment election, so long as that vote equals at least 12 per cent of Society membership. Any other portions of the Articles of Incorporation and the Bylaws may be amended by a two-thirds (2/3) vote of the full Council of Stewards, excluding vacant offices.

Section 4. Publication of Amendments

The members of the Society shall be informed of amendments to the Articles of Incorporation and the Bylaws.

(Written & Adopted in 1971, major revision in 1974 and 1978, revised 1990, 2000, 2021. Principal address changed by the Council of Stewards at its meeting of September 22, 2001. Clauses added pertaining to Code of Conduct, wordage about payment forms updated, number of Stewards increased, by membership vote August 2022.)